

IVERSON KATHLEEN P
 Form 4
 January 10, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 IVERSON KATHLEEN P

(Last) (First) (Middle)

5900 GOLDEN HILLS DRIVE

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CYBEROPTICS CORP [CYBE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 52,685 ⁽¹⁾ | D | |
| Common Stock | | | | | 155 | I | By minor children. ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.87 | | | | | 02/15/2003 ⁽³⁾ 02/15/2012 | Common Stock 50,000 |
| Employee Stock Option (Right to Buy) | \$ 11.42 | | | | | 05/16/2006 ⁽³⁾ 05/16/2012 | Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 12.95 | | | | | 12/07/2007 ⁽³⁾ 12/07/2013 | Common Stock 16,500 |
| Employee Stock Option (Right to Buy) | \$ 12.34 | | | | | 12/07/2008 ⁽⁴⁾ 12/07/2014 | Common Stock 13,300 |
| Employee Stock Option (Right to Buy) | \$ 4.99 | | | | | 12/05/2009 ⁽⁴⁾ 12/05/2015 | Common Stock 46,200 |
| Employee Stock Option (Right to Buy) | \$ 6.2873 | | | | | 09/11/2010 ⁽⁴⁾ 09/11/2016 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 8.71 | | | | | 12/10/2011 ⁽⁴⁾ 12/10/2017 | Common Stock 16,600 |

Buy)

Employee

Stock

Option \$ 7.3 01/06/2012
(Right to Buy)

A 46,667

01/16/2013⁽⁴⁾ 01/16/2019

Common Stock 46,6

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IVERSON KATHLEEN P 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416 | X | | President and CEO | |

Signatures

Kathleen P.
Iverson 01/10/2012

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Includes (a) 1,905 restricted stock units that vest on December 5, 2012, (b) 2,083 restricted stock units that vest in increments of 695 shares on December 10, 2012 and in increments of 694 shares on each of December 10, 2013 and 2014, and (c) 7,778 restricted stock units that vest in increments of 1,944 shares on each of January 6, 2012 and 2013 and in increments of 1,945 shares on each of January 6, 2014 and 2015.
 - (2) As custodian for minor child under the Uniform Transfers to Minors Act.
 - (3) Fully Exercisable.
 - (4) Exercisable with respect to 25% of such shares on such date and with respect to an additional cumulative 25% of such shares on the next three anniversaries of such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.